

Objection Deadline: November 10, 2011 at 4:00 p.m. (Eastern)
Hearing Date and Time: December 6, 2011 at 10:00 a.m. (Eastern)

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*Counsel to Bank of America, National Association
successor by merger with LaSalle Bank National Association,
as Trustee under the Libra Indenture*

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

Chapter 11
Case No. 08-13555 (JMP)
(Jointly Administered)

**OBJECTION OF BANK OF AMERICA, NATIONAL ASSOCIATION, SUCCESSOR BY
MERGER WITH LASALLE BANK NATIONAL ASSOCIATION, SOLELY IN ITS
CAPACITY AS TRUSTEE UNDER THAT CERTAIN INDENTURE DATED AS OF
OCTOBER 17, 2006 AMONG LIBRA CDO LIMITED., AS ISSUER, LIBRA CDO LLC,
AS CO-ISSUER AND LASALLE BANK NATIONAL ASSOCIATION, AS TRUSTEE,
WITH RESPECT TO DEBTORS' PLAN SUPPLEMENT
TO THIRD AMENDED JOINT CHAPTER 11 PLAN**

Bank of America, National Association, successor by merger with LaSalle Bank,
National Association, solely in its capacity as trustee ("Trustee") under that certain Indenture

dated as of October 17, 2006, among Libra CDO Limited, as Issuer (“**Libra**” or the “**Issuer**”), Libra CDO, LLC, as Co-Issuer, and LaSalle Bank National Association, as Trustee (the “**Indenture**”), files this Objection with respect to the Plan Supplement [ECF 21254] (the “**Plan Supplement**”) to the Third Amended Joint Chapter 11 Plan [ECF 19627] (the “**Modified Plan**”), filed by Lehman Brothers Holdings Inc. and its affiliated Debtors (“**Debtors**”). In support of its objection, the Trustee states:

1. On August 31, 2011, the Debtors filed the Modified Plan.
2. On October 25, 2011, the Debtors filed a Plan Supplement, which included Exhibit 2, Part A - Schedule of Derivatives Contracts. Exhibit 2, Part A of the Plan Supplement states that “[u]nless a specific derivatives contract is noted for a specific counterparty, the Debtors intend to assume all derivatives contracts with each counterparty set forth on Exhibit 2, Part A.”
3. Exhibit 2, Part A of the Plan Supplement lists Libra as a “counterparty.” Exhibit 2, Part A of the Plan Supplement does not note any specific derivatives contract with Libra. Based on Exhibit 2, Part A of the Plan Supplement, the Debtors apparently intend to assume that certain derivatives contract between Lehman Brothers Special Financing Inc. (“**LBSF**”) and Libra (the “**Libra CDSA**”) connection with confirmation of the Plan. However, the Trustee has not received, and therefore believes that it has not been served with, any notice of proposed assumption.
4. On October 21, 2010 this Court entered its “Order Approving Settlement Agreement Among Lehman Brothers Special Financing Inc., Lehman Brothers Holdings Inc., and Societe Generale, New York Branch, Relating to Certain Swap Transactions with MKP Vela

CBO, Ltd. And Libra CDO Limited and Granting Related Relief” [ECF 12222] (the “**Prior Order**”).

5. The Prior Order provided for the assumption and assignment of the Libra CDSA upon the satisfaction of the conditions described therein. See para. 6 and 8 of the Prior Order. The Prior Order provided that “The assumption, assignment, and sale of the Libra CDSA by LBSF to SG shall be effective automatically and without any additional Court order or action on the Libra Assignment Closing Date.” Prior Order, at para. 8.

6. The Prior Order also provided that “LBSF may assume the Libra CDSA **only pursuant to the Libra CDSA Assignment Agreement**, and LBSF may not assign and/or sell its interest in the Libra CDSA to any party other than SG.” *Id.* (emphasis added).

7. The Prior Order also provided that “**Nothing contained in any chapter 11 plan confirmed in any Debtor’s bankruptcy case, any order confirming any such plan or any other order entered in these chapter 11 cases** (including any order entered after any conversion of a chapter 11 case of any of the Debtors to a case under chapter 7 of the Bankruptcy Code) **shall supersede, alter, amend or modify the provisions of the Settlement Agreement or this Order.**” Prior Order at para. 20 (emphasis added).

8. WHEREFORE, the Trustee respectfully requests that the Court enter an Order requiring the deletion of the Libra CDSA from the Exhibit 2, Part A of Plan Supplement and grant such other relief as is appropriate and just.

Dated: New York, New York
November 10, 2011

Respectfully submitted,

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